

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND**

DAVID SYDNEY, et al., Individually and On Behalf of All Others Similarly Situated,

Case No.: 8:22cv1142-GLR

Plaintiffs,

v.

CEDAR REALTY TRUST, INC., et. al.,

Defendants.

PLAINTIFFS' EMERGENCY MOTION FOR TEMPORARY RESTRAINING ORDER

Pursuant to Rule 65(b) of the Federal Rule of Civil Procedure, for the reasons set forth in the Memorandum of Law in support submitted herewith, Plaintiffs David Sydney, SWC Phoenix Fund I, L.P, Martin Novick, J Renee Brennan Living Trust, Scott Schroepfer, Kenneth Kamholz, Joe Speiser, and Elbert Capital I LLC (“Plaintiffs”), on behalf of themselves and all other preferred stockholders of Defendant Cedar Realty Trust, Inc. (“Cedar”) by their undersigned attorneys, respectfully move this Court for a temporary restraining order that, pending a determination of Plaintiffs’ motion for a preliminary injunction (Dkt. No. 1-120-151): (i) enjoins distribution to Cedar common stockholders of any of the Proceeds from (a) Cedar’s proposed merger with Wheeler Real Estate Investment Trust, Inc. (“Proposed Wheeler Merger”) and (b) any sale of Cedar’s properties to DRA Fund X-B LLC, KPR Centers LLC, or any other purchaser (“Cedar Asset Sale”); (ii) enjoins consummation of the Proposed Wheeler Merger; (iii) imposes a constructive trust on all of the Proceeds from the Cedar Asset Sale and Proposed Wheeler Merger in favor of Plaintiffs and other Cedar preferred stockholders; and (iv) directs that all of the Proceeds from the Cedar Asset Sale and Proposed Wheeler Merger be deposited into the Court’s registry to be held in escrow.

Dated: May 13, 2022

Respectfully Submitted,

/s/ Donald J. Enright

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CERTIFICATE OF SERVICE

I hereby certify that on May 13, 2022, service required by Fed. R. Civ. P. 5(a) has been made of the foregoing Plaintiffs' Emergency Motion for Temporary Restraining Order.

/s/ Donald J. Enright
(Bar. No. 13551)